

**Congress of the United States**  
**Washington, DC 20515**

April 29, 2015

The Honorable Edith Ramirez  
Chairwoman  
The Federal Trade Commission  
600 Pennsylvania Avenue NW  
Washington, DC 20580

Dear Chairwoman Ramirez:

We write to express our concern over the manner in which The Federal Trade Commission (FTC or the Commission) recently voted to seek to enjoin the proposed merger of Sysco Corporation (Sysco) and US Foods, Inc. (US Foods). While we take no position on how the FTC should resolve its competitive reservations about the transaction, we encourage you to consider the policy implications of the approach the Commission is currently pursuing and assure us that they are consistent with the fair and just application of U.S. antitrust laws.

We are concerned that the FTC's process in reviewing this transaction has failed to follow its own Bureau of Competition's guidance on merger remedies.

The FTC alleges that Sysco and US Foods are the preferred choice for many such customers, and appears to ignore evidence in its investigatory record that many "national customers" in fact use regional, local and specialty distributors in addition to, or in lieu of, Sysco and/or US Foods. To neutral observers, it appears that the FTC started from the presumption that the market share under the proposed merger would be unfair and that presumption is why the proposed transaction would be illegal. Such an appearance of partiality damages the FTC's future ability to fulfill its important mission, and those of us in Congress who care about that mission are very concerned.

In addition, we have seen no public indication that the Commission has considered remedies that would address its competitive concerns while preserving the benefits of the merger. Nothing in the Commission's court filings tells the Court that there is any path forward other than an injunction against the merger. We are aware that the parties have offered to divest 11 distribution facilities and related assets to address any perceived anticompetitive concerns with the proposed merger. It is our understanding that prior to bringing suit, the Commission's staff had been unwilling to inform the parties what the Commission believes would be an acceptable remedy despite a bipartisan request to you from senior leaders of the Senate Judiciary Committee's Subcommittee on Antitrust, Competition Policy and Consumer Rights, that you consider

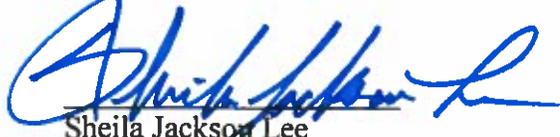
carefully the potential for the transaction to generate \$600 million in cost savings and lower prices to the benefit of consumers.

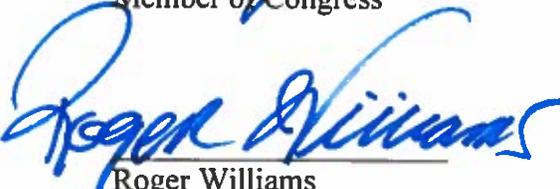
The FTC's investigatory and litigation approach also appears to sacrifice the public interest in remedying problems with mergers. Senator Amy Klobuchar (D-MN) and Senator Mike Lee (R-UT) expressed this sentiment plainly on October 17, 2014, in a letter encouraging you to consider carefully both the potential harms from the transaction *and* its benefits. We expect the Commission to apply the statutes it is charged with enforcing in a manner consistent with the guidelines, rules and precedents it has used in the past. We look forward to your response to our concerns.

Sincerely,

  
John Culberson  
Member of Congress

  
Gene Green  
Member of Congress

  
Sheila Jackson Lee  
Member of Congress

  
Roger Williams  
Member of Congress